This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently Amended) A method for the treatment of a disease mediated by p38 other than cancer, comprising administering a compound of formula I

I

wherein B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n,

wherein n is 0-3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_2-C_{10} alkenyl, substituted C_1-C_{10} alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl and -Y-Ar;

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_2-C_{10} alkenyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

wherein Y is -O-, -S-, $-N(R^5)-$, $-(CH_2)-_m$, -C(O)-, -CH(OH)-, $-(CH_2)_mO-$, $-(CH_2)_mS-$, $-(CH_2)_mN(R^5)-$, $-O(CH_2)_m-$, $-CHX^a$, $-NR^5C(O)NR^5\ R^{5'}-$, $-NR^5C(O)-$,

$-C(O)NR^5-$, $-CX^a_2-$, $-S-(CH_2)_m-$ and $-N(R^5)(CH_2)_m-$,

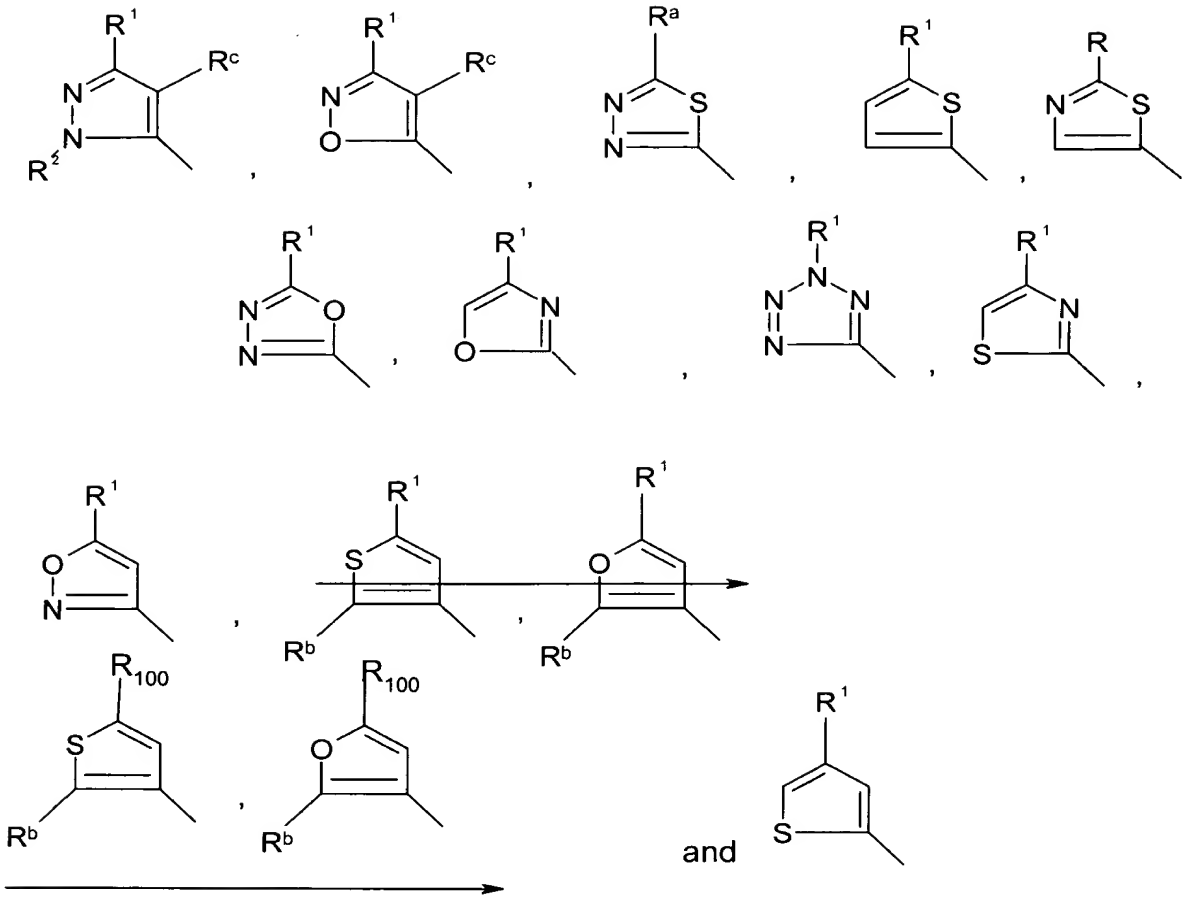
m = 1-3, and X^a is halogen; and

Ar is a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, -C(O)- NR^5, $-NO_2$, =O, $-OR^5$, - SR^5, - $NR^5R^{5'}$, $-C(O)R^5$, $-SO_2R^5$, $-SO_2NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^{5'}$,$-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C-C_{10} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl and C_7-C_{24} alkaryl

A is a heteroaryl moiety selected from the group consisting of



wherein

R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl;

R^2 is selected from the group consisting of H, -$C(O)R^4$, -CO_2R^4, -$C(O)NR^3R^{3'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl,

where R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, - CO_2R^4, -C(O)-$NR^3R^{3'}$, -NO_2, -OR^4, -SR^4, and halogen up to per-halosubstitution,

wherein R^3 and $R^{3'}$ are independently selected from the group consisting of H, -OR^4, -

SR^4, $-NR^4R^{4'}$, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^4R^{4'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl; and

wherein R^4 and $R^{4'}$ are independently selected from the group consisting of H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl; C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

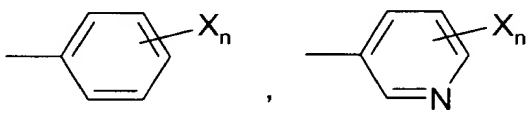
R^a is C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl and up to per-halosubstituted C_3-C_{10} cycloalkyl; and

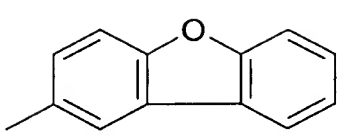
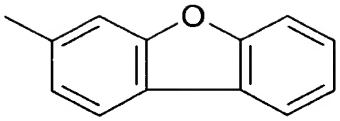
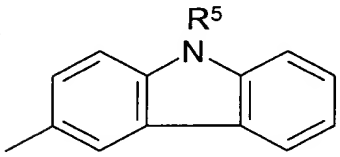
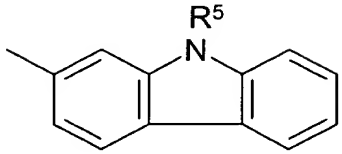
R^b is hydrogen or halogen,

R_{100} is selected from the group consisting of halogen, tert-butyl, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl;

R^c is hydrogen, halogen, C_1-C_{10} alkyl, up to per-halosubstituted C_1-C_{10} alkyl or combines with R^1 and the ring carbon atoms to which R^1 and R^c are bound to form a 5- or 6-membered cycloalkyl, aryl or hetaryl ring with 0-2 members selected from O, N and S.

2. (Original) A method as in claim 1, wherein B is up to a tricyclic aromatic ring structure selected from the group consisting of






and

;

which is substituted or unsubstituted by halogen, up to per-halosubstitution, and

wherein n = 0-3 and each X is independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, - SR^5, - $NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, and substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl and -Y-Ar;

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5R^{5'}$, NO_2, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

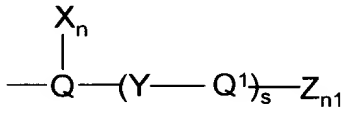
wherein Y is - O-, -S-, -$N(R^5)$-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

Ar is a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halo and

optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-SO_2R^5$, $-SO_2NR^5R^{5'}$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$,
$-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$,
$-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C-C_{10} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl and C_7-C_{24} alkaryl.

3. (Previously Presented) A method of claim 1, wherein B is



wherein Y is selected from the group consisting of –O-, -S-, $-CH_2$-, $-SCH_2$-, $-CH_2S$-, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH$-, $-CH_2O$- and $-OCH_2$-, where X^a is halogen,

Q is a six member aromatic structure containing 0–2 nitrogen, substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution, and

X, Z, n and n1 are as defined in claim 1 and s is 0 or 1.

4. (Original) A method as in claim 3, wherein

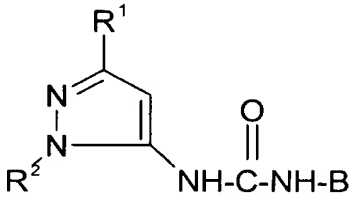
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to

per-halo substitution, or -Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution, and

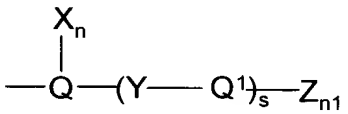
Z and X are independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, C_3-C_6-cycloalkyl and C_6-C_{10}-aryl, wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

5. (Original) A method as in claim 1, comprising administering a compound of the formula



wherein R^1 and R^2 and B are as defined in claim 1.

6. (Previously Presented) A method as in claim 5, wherein B is 2,3-dichlorophenyl or of the formula



wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O-, -S-, $-CH_2-$ or $-SCH_2$, X is CF_3, and Z is -OH, -Cl or $NHC(O)-C_pH_{2p+1}$, where p = 2-4, s = 0 or 1, n = 0 and n1 = 0 or 1.

7. (Original) A method as in claim 1 comprising administering a compound selected from the group consisting of:

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(2,3-dichlorophenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-hydroxy-phenyl)thiophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-ethylaminocarbonyl-phenyl)oxyphenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-isobutylaminocarbonyl-phenyl)thiophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)thio-3-(trifluoro-methyl)phenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-((4-pyridinyl)methylthio)-phenyl)urea;

N-(1-(2,2,2-Trifluoroethyl)-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichloro-phenyl)urea;

N-(1-(2-Hydroxyethyl)-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-Ethoxycarbonylmethyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichloro-phenyl)urea;

N-(1-(2-Cyanoethyl)-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-(3-Hydroxyphenyl)methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichloro-phenyl)urea;

N-(1-Cyclohexyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)methyl-phenyl)urea;

N-(1-methyl3-phenyl-5-pyrazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)-pyridyl)thiophenyl) urea;

N-(1-methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridyl)thiophenyl) urea;

N-(1-methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(3-(4-pyridyl)thiophenyl) urea;

N-(1-methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(3-trifluoromethyl-4-(4-pyridylthio)phenyl) urea;

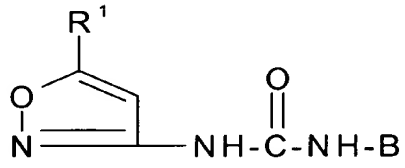
N-(3-*tert*-butyl-5-pyrazolyl)-*N'*-(3-(4-pyridyl)oxyphenyl) urea;

N-(3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

and pharmaceutically acceptable salts thereof.

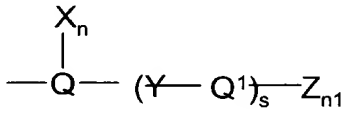
8. (Original) A method as in claim 5, wherein R^1 is t-butyl.

9. (Original) A method as in claim 1 comprising administering a compound of the formula



wherein R^1 and B are as defined in claim 1.

10. (Original) A method as in claim 9, wherein B is



wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O-, -S- or -CH_2, X is CF_3, Z is OH, CH_3, - O-C_pH_{2p+1}, wherein n = 2-6 or –C(O)-NH-CH_3, s = 1, n = 0 or 1 and n1 = 0 or 1.

11. (Original) A method as in claim 1 comprising administering a compound selected from the group consisting of:

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-isopropoxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-isobutoxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pentyloxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-methylaminocarbonylphenyl)-oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)thio-3-(trifluoromethyl)-phenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)-pyridyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;

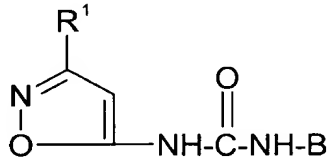
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-((4-pyridyl)fluoromethyl)phenyl) urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-((4-pyridyl)oxomethyl)phenyl) urea;

and pharmaceutically acceptable salts thereof.

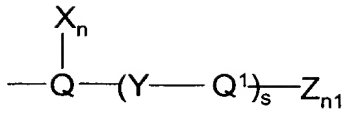
12. (Original) A method as in claim 9, wherein R^1 is t-Butyl.

13. (Original) A method as in claim 1 comprising administering a compound of the formula



wherein R^1 and B are as defined in claim 1.

14. (Previously Presented) A method as in claim 13, wherein B is 2,3-dichlorophenyl or of the formula



wherein Q is phenyl, Q^1 is phenyl, pyridinyl or benzothiazolyl, Y is –O-, –S-, -CH_2- or –NH-, Z is Cl, -CH_3 or -OCH_3, s = 0 or 1, n = 0 and n1 = 0 or 1.

15. (Original) A method as in claim 13, wherein R^1 is t-butyl.

16. Original) A method as in claim 1 comprising administering a compound selected from the group consisting of :

N-(3-Isopropyl -5-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-methoxyphenyl)aminophenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-methoxyphenyl)oxyphenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(3-(1,1-Dimethylpropyl)-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)methyl-phenyl)urea;

N-(3-(1,1-Dimethylpropyl)-5-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(3-(1,1-Dimethylpropyl)-5-isoxazolyl)-*N'*-(4-(2-benzothiazolyl)-oxyphenyl)urea;

N-(3-(1-Methyl-1-ethylpropyl)-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxy-phenyl)urea;

N-(3-(1-Methyl-1-ethylpropyl)-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)methyl-phenyl)urea;

N-(3-cyclobutylyl-5-isoxazolyl)-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

N-(3-*tert*-butyl-5-isoxazolyl)-*N'*-(4-(4-pyridyl)thiophenyl) urea;

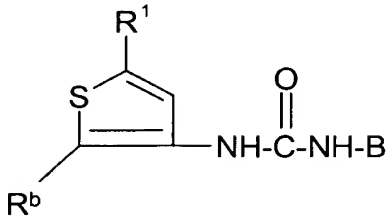
N-(3-(1-methyl-1-ethylprop-1-yl)-5-isoxazolyl)-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

N-(3-*tert*-butyl-5-isoxazolyl)-*N'*-(4-(4-pyridyl)methylphenyl) urea;

N-(3-*tert*-butyl-5-isoxazolyl)-*N'*-(4-(4-methoxyphenyl)aminophenyl) urea;

and pharmaceutically acceptable salts thereof.

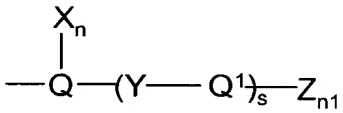
17. (Currently Amended) A method as in claim 1 comprising administering a compound



of the formula

wherein R^b is hydrogen and R^1, ~~R^b~~ and B are as defined in claim 1.

18. (Original) A method as in claim 17, wherein B is of the formula



wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O- or –S- or $–CH_2-$, Z is OH, CH_3, Cl, $-OC_2H_5$ or $–OC_3H_7$, s = 0 or 1, n = 0 and n1 = 0 or 1.

19. (Original) A method as in claim 17, wherein R^1 is t-butyl.

20. (canceled)

21. (Original) A method as in claim 1 comprising administering a compound selected from the group consisting of:

N-(2-Bromo-5-*tert*-butyl-3-thienyl)-*N'*-(4-methylphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-ethoxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-isopropoxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(3-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-pyridyl)thiophenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-methoxyphenyl)oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-methylphenyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-pyridyl)thiophenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-pyridyl)methylphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(2,3-dichlorophenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl) urea;

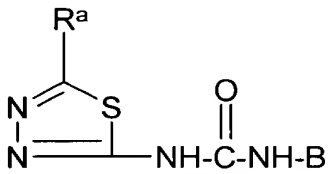
N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-methoxyphenyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-ethoxyphenyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-isopropoxyphenyl)oxyphenyl) urea;

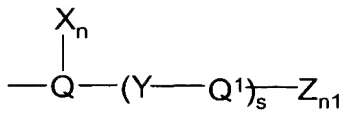
and pharmaceutically acceptable salts thereof.

22. (Original) A method as in claim 1 comprising administering a compound of the formula



wherein R^a and B are as defined in claim 1.

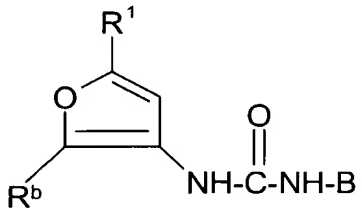
23. (Original) A method as in claim 22, wherein B is of the formula

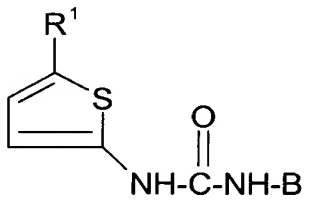


wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O-, –S- or CH_2-, Cl, $-OC_2H_5$ or $-OC_3H_7$, s = 0 or 1, n = 0 and n1 is 0 or 1.

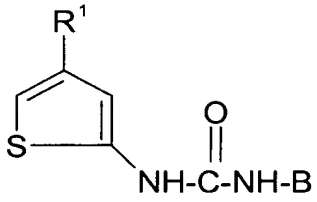
24. (Original) A method as in claim 22, wherein R^a is CF_3- or t-butyl.

25. (Currently Amended) A method as in claim 1 comprising administering a compound of one of the formulae



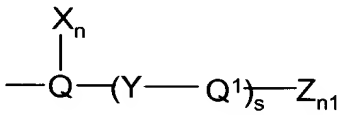


or



wherein <u>R^b is hydrogen and</u> R^1, ~~R^b~~ and B are as defined in claim 1.

26. (Original) A method as in claim 25, wherein B is of the formula



wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O- , –S- or $-CH_2$-, Z is OH, CH_3, Cl, $-OC_2H_5$ or $-OC_3H_7$, s = 0 or 1, n = 0 and n1 is 0 or 1.

27. (Original) A method as in claim 25, wherein R^1 is t-butyl.

28. (Previously Presented) A method as in claim 1, wherein the compound for formula I displays p38 IC_{50}'s of less than 10 μm as determined by an in-vitro p38 kinase inhibition assay.

29. (Previously Presented) A method according to claim 1, wherein the disease is mediated by a cytokine and/or protease (proteolytic enzyme) regulated by p38.

30. (Original) A method according to claim 1, comprising administering an amount of a compound of formula I effective to inhibit p38.

31. (Previously Presented) A method according to claim 29, comprising administering an amount of a compound of formula I effective to inhibit production of a disease-mediating cytokine or protease.

32. (Original) A method according to claim 1, wherein the disease is mediated by TNFα, MMP-1, MMP-3, IL-1, IL-6 or IL-8.

33. (Original) A method according to claim 1, wherein the disease is an inflammatory or immunomodulatory disease.

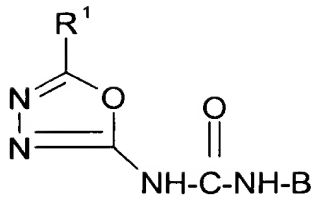
34. (Original) A method according to claim 1, wherein the disease is rheumatoid arthritis, osteoporosis, osteoarthritis, asthma, septic shock, inflammatory bowel disease, or the result of host-versus-graft reactions.

35. Canceled

36. Canceled

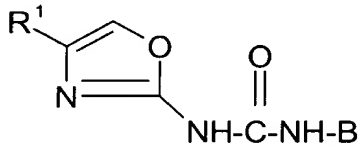
37. (Original) A method as in claim 1, comprising administering a compound of the

formula



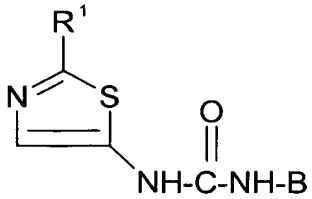
wherein R^1 and B are as defined in claim 1.

38. (Original) A method as in claim 1 comprising administering a compound of the formula



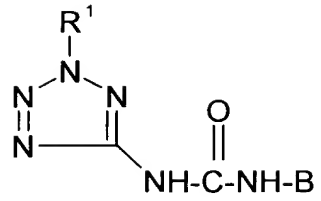
wherein R^1 and B are as defined in claim 1.

39. (Original) A method as in claim 1, comprising administering a compound of the formula



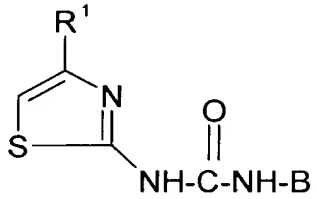
wherein R^1, R^2 and B are as defined in claim 1.

40. (Original) A method as in claim 1, comprising administering a compound of the formula



wherein R^1 and B are as defined in claim 1.

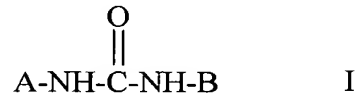
41. (Original) A method as in claim 1, comprising administering a compound of the formula



wherein R^1 and B are as defined in claim 1.

42. (Currently Amended) A method for the treatment of a disease mediated by p38 other than cancer

comprising administering a compound of formula I



I

wherein B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n, wherein n is 0-3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl

up to per halo-substituted C_1-C_{10} alkyl, up to per halo-substituted C_2-C_{10} alkenyl, up to per halo-substituted C_1-C_{10} alkoxy, up to per halo-substituted C_3-C_{10} cycloalkyl, and -Y-Ar;

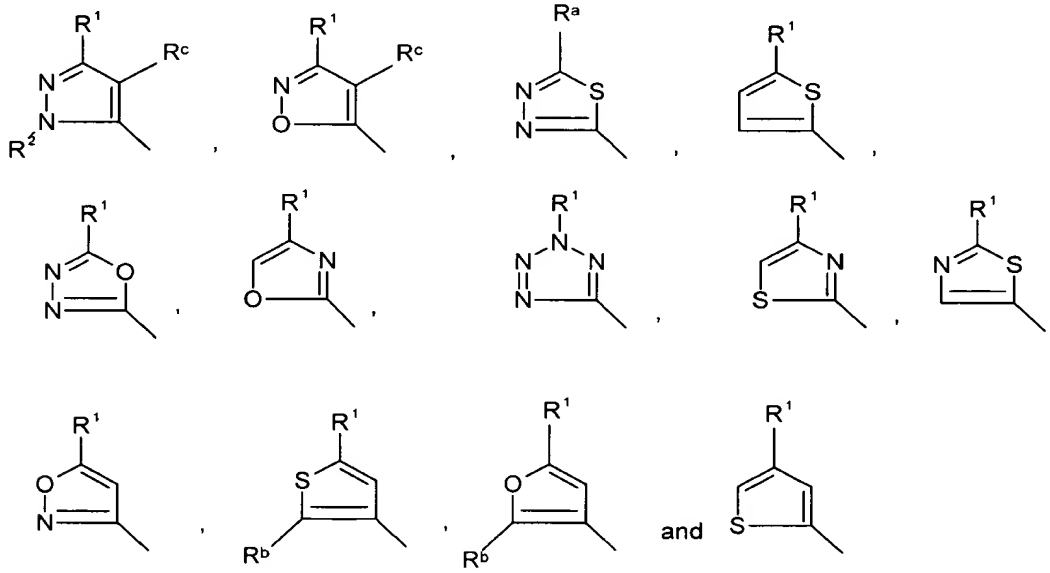
wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein Y is - O-, -S-, -N(R^5)-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -$NR^5C(O)NR^5$ $NR^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_m$S-, -$(CH_2)_m$N(R^5)-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -N(R^5)$(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, -CO_2R^5, -$C(O)NR^5R^{5'}$, -C(O)- NR^5, -NO_2, -OR^5, - SR^5, - $NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$C(O)R^5$, -$NR^5C(O)R^{5'}$, -SO_2R^5, $SO_2NR^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, up to per halo-substituted C_1-C_{10} alkyl, and up to per halo-substituted C_3-C_{10} cycloalkyl, and

A is a heteroaryl moiety selected from the group consisting of



wherein

R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl;

R^2 is selected from the group consisting of H, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^3R^{3'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl,

where R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, - CO_2R^4, $-C(O)-NR^3R^{3'}$, $-NO_2$, $-OR^4$, $-SR^4$, and halogen up to per-halosubstitution,

wherein R^3 and $R^{3'}$ are independently selected from the group consisting of H, $-OR^4$, $-SR^4$, $-NR^4R^{4'}$, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^4R^{4'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, , phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl

up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, and up to per-halosubstituted, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl and

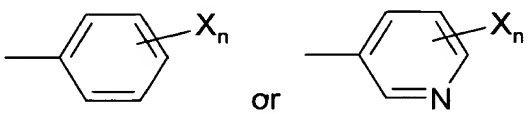
wherein R^4 and $R^{4'}$ are independently selected from the group consisting of H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, , phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, and up to per-halosubstituted, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl,

R^a is C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl and up to per-halosubstituted C_3-C_{10} cycloalkyl; and

R^b is hydrogen ~~or halogen~~,

R^c is hydrogen, halogen, C_1-C_{10} alkyl, up to per-halosubstituted C_1-C_{10} alkyl or combines with R^1 and the ring carbon atoms to which R^1 and R^c are bound to form a 5- or 6-membered cycloalkyl, aryl or hetaryl ring with 0-2 members selected from O, N and S.

43. (Previously Presented) A method as in claim 42, wherein B is



which is substituted or unsubstituted by halogen, up to per-halosubstitution, and wherein

n = 1-3 and

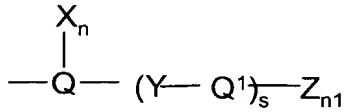
each X is independently selected from the group consisting of C_{1-4} alkyl, up to per-halosubstituted C_{1-4} alkyl and -Y-Ar;

wherein Y is - O-, -S-, $-N(R^5)-$, $-(CH_2)-_m$, -C(O)-, -CH(OH)-, $-(CH_2)_mO-$, $-NR^5C(O)NR^5\ NR^{5'}-$, $-NR^5C(O)-$, $-C(O)NR^5-$, $-(CH_2)_mS-$, $-(CH_2)_mN(R^5)-$, $-O(CH_2)_m-$, $-CHX^a$, $-CX^a{}_2-$, $-S-(CH_2)_m-$ and $-N(R^5)(CH_2)_m-$,

m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-C(O)R^5$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, up to per halo-substituted C_1-C_{10} alkyl, and up to per halo-substituted C_3-C_{10} cycloalkyl, wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl and up to per-halosubstituted C_3-C_{10} cycloalkyl.

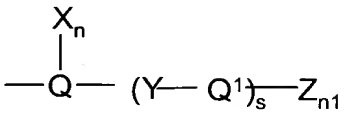
44. (Previously Presented) A method as in claim 5, wherein B is of the formula



wherein Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, $-CH_2S-$, $-SCH_2-$, $-CH_2O-$, $-OCH_2-$ or $-CH_2-$, X is C_1-C_4 alkyl or

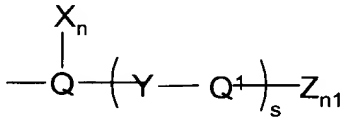
up to per-halosubstituted C_1-C_4 alkyl and Z is as defined in claim 1 , n = 0 or 1, s = 1 and n1 = 0-1.

45. (Previously Presented) A method as in claim 9, wherein B is of the formula



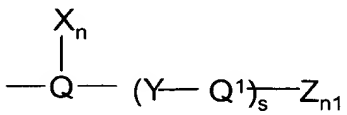
Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, -C(O)- or $-CH_2-$, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl and Z is as defined in claim 1 n = 0 or 1, s = 0 or 1 and n1 = 0 or 1.

46. (Previously Presented) A method as in claim 13, wherein B is of the formula



Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl, benzothiazolyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S- or $-CH_2-$, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1, n = 0 or 1, s = 1, and n1 = 0 or 1.

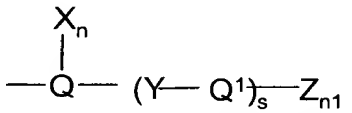
47. (Previously Presented) A method as in claim 17, wherein B is of the formula



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O- or -S-, X is C_1-C_4

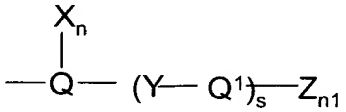
alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1, n = 0 or 1, s = 0 or 1 and n1 = 0-2.

48. (Previously Presented) A method as in claim 22, wherein B is of the formula



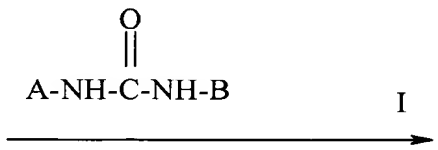
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O- or –S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, s = 1, Z is as defined in claim 1, n = 0 or 1 and n1 = 0 or 1.

49. (Previously Presented) A method as in claim 28, wherein B is of the formula



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1,n = 0 or 1 s = 0 or 1 and n1 = 0-2.

50. (Currently amended) A method ~~as in claim 1,~~ for the treatment of a disease mediated by p38 other than cancer, comprising administering a compound of formula I



wherein B is

a) phenyl, pyridinyl, naphthyl, quinolinyl or isoquinolinyl, substituted by -Y-Ar and optionally substituted by

-halogen up to per-halosubstitution,

-C_1-C_4 alkyl,

-up to per-halosubstituted C_1-C_4 alkyl, or

- a combination thereof,

~~wherein Y and Ar are as defined in claim 1;~~

wherein Y is -O-, -S-, -N(R^5)-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -(CH_2)$_m$O-, -(CH_2)$_m$S-, -(CH_2)$_m$N(R^5)-, -O(CH_2)$_m$-, -CHX^a, -NR^5C(O)NR^5 $R^{5'}$-, -NR^5C(O)-, -C(O)NR^5-, -CX^a_2-, -S-(CH_2)$_m$- and -N(R^5)(CH_2)$_m$-,

m = 1-3, and X^a is halogen; and

Ar is a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

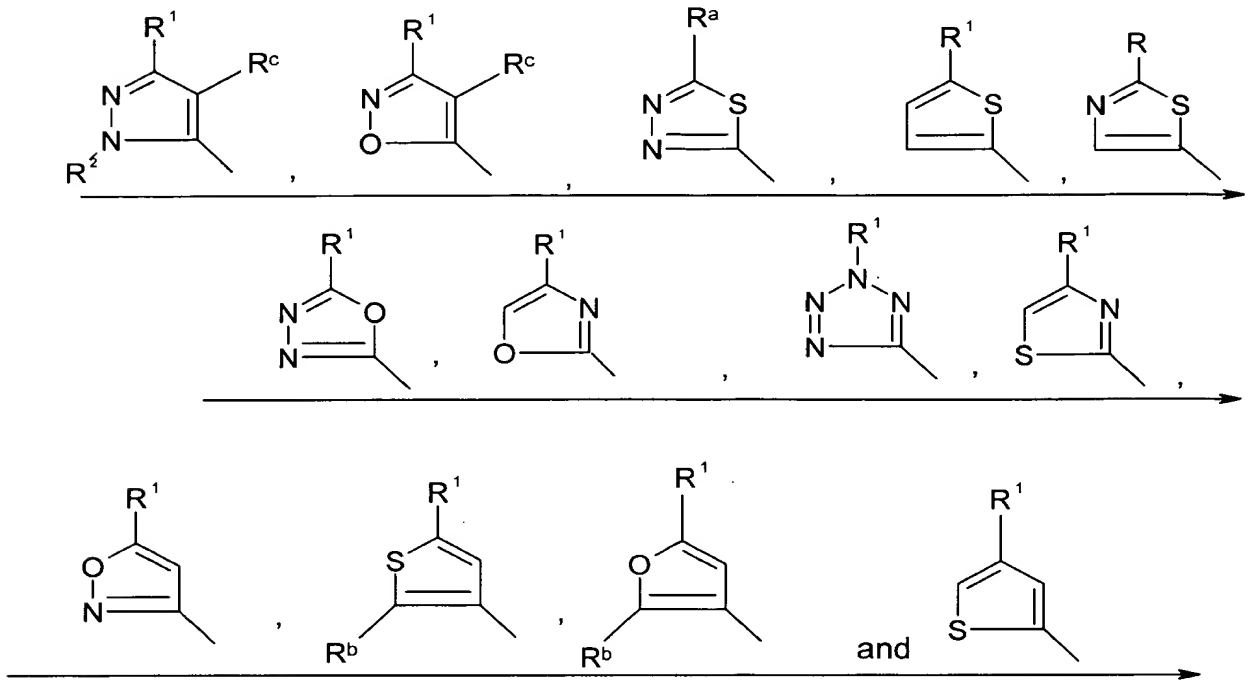
wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, -CO_2R^5, -C(O)N$R^5R^{5'}$, -C(O)- NR^5, -NO_2, =O, -OR^5, - SR^5, - N$R^5R^{5'}$, -C(O)R^5, -SO_2R^5, -SO_2N$R^5R^{5'}$, -NR^5C(O)O$R^{5'}$, -NR^5C(O)$R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -C(O)$R^{5'}$,-C(O)N$R^5R^{5'}$, =O, -OR^5, -SR^5, -NO_2, -N$R^5R^{5'}$, -NR^5C(O)$R^{5'}$, -NR^5C(O)O$R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C-C_{10} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl and C_7-C_{24} alkaryl

~~b) thienyl substituted by methyl; or~~

~~c) indolyl substituted by phenyl or pyridyl~~

A is a heteroaryl moiety selected from the group consisting of



wherein

R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_6-$_{14}$ aryl, C_7-$_{24}$ alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_6-$_{14}$ aryl, and up to per-halosubstituted C_7-$_{24}$ alkaryl;

R^2 is selected from the group consisting of H, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^3R^{3'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl,

where R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^4$, $-C(O)-NR^3R^{3'}$, $-NO_2$, $-OR^4$, $-SR^4$, and halogen up to per-halosubstitution,

wherein R^3 and $R^{3'}$ are independently selected from the group consisting of H, $-OR^4$, $-SR^4$, $-NR^4R^{4'}$, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^4R^{4'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and

up to per-halosubstituted C_3-C_{13} heteroaryl; and

wherein R^4 and $R^{4'}$ are independently selected from the group consisting of H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl; C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

R^a is C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl and up to per-halosubstituted C_3-C_{10} cycloalkyl; and

R^b is hydrogen or halogen,

R^c is hydrogen, halogen, C_1-C_{10} alkyl, up to per-halosubstituted C_1-C_{10} alkyl or combines with R^1 and the ring carbon atoms to which R^1 and R^c are bound to form a 5- or 6-membered cycloalkyl, aryl or hetaryl ring with 0-2 members selected from O, N and S.

51. (Previously Presented) A method as in claim 1, wherein B is phenyl or pyridinyl substituted by -Y-Ar and optionally substituted by

-halogen ,up to per-halosubstitution,

-C_1-C_4 alkyl,

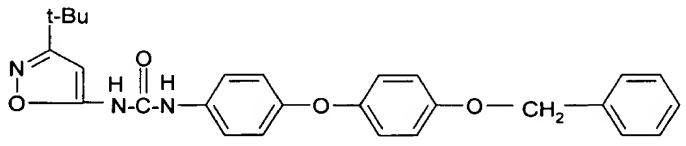
-up to per-halosubstituted C_1-C_4 alkyl, or

- a combination thereof,

wherein Y and Ar are as defined in claim 1.

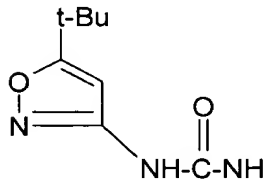
52. (Currently amended) A compound of claim 1 of one of the formulae

a)

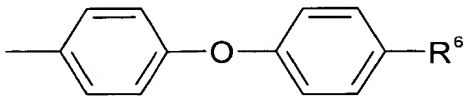


;

b)

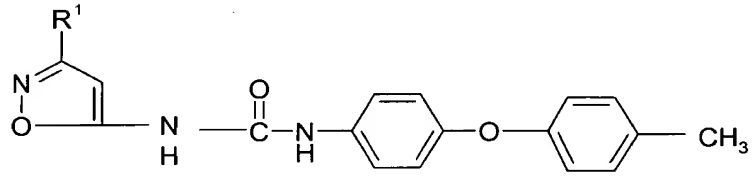


wherein R^6 is -O-CH_2–phenyl, -NH-C(O)-O-t-butyl, -O-n-pentyl , -O-n-butyl ,



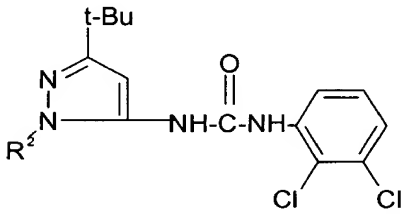
-C(O)-$N(CH_3)_2$, -O-$CH_2CH(CH_3)_2$ or -O-n-propyl;

c)

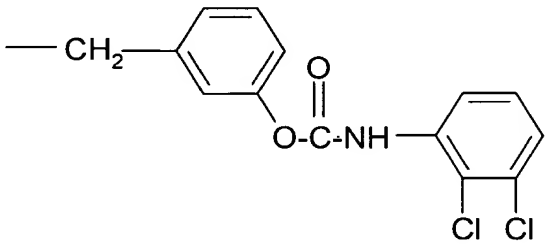


wherein R^1 is –CH_2-t-butyl;

d)

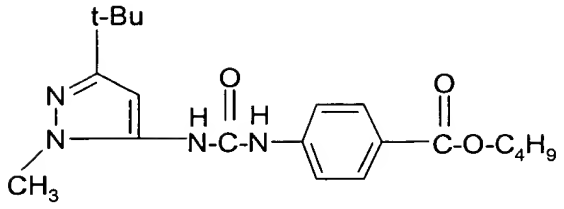


wherein R^2 is -CH_2CF_3, -C_2H_4 -OH, -CH_2-(3-HOC_6H_4), -$CH_2C(O)NHCH_3$, -$CH_2C(O)OC_2H_5$, -C_2H_4CN, or

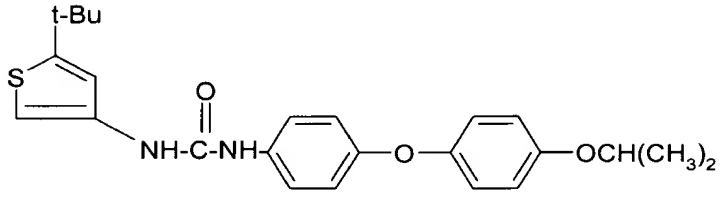


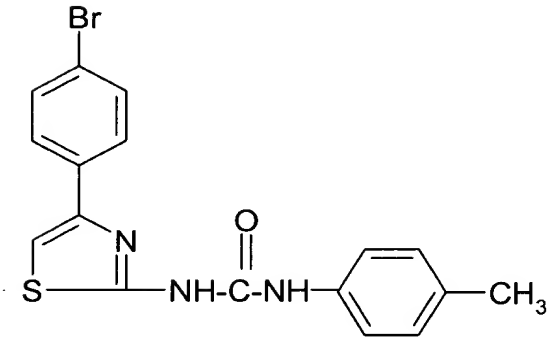
e)

f)



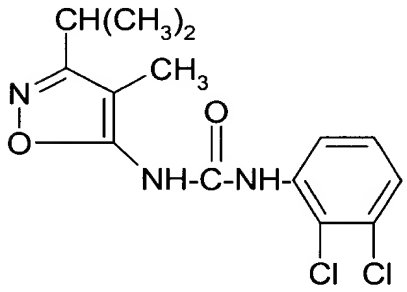
g)





or

h)



and pharmaceutically acceptable salts thereof.

53. (Previously Presented) A pharmaceutical composition comprising a compound according to claim 52 or a pharmaceutically acceptable salt thereof and a physiologically acceptable carrier.

54. (Previously Presented) A method according to claim 1, wherein R^b is hydrogen.

55. (Currently Amended) A method according to claim 1, wherein ~~R~~$^+$ $\underline{R_{100}}$ is selected from the group consisting of halogen, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl.

56. (canceled)

57. (Previously Presented) A method according to claim 42, wherein R^1 is selected from the group consisting of halogen, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl.